

RECORDATION NO. 24389 FILED

APR 03 '03 3-16 PM

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1050 SEVENTEENTH STREET, N.W.  
SUITE 301  
WASHINGTON, D.C.  
20036  
—  
(202) 393-2266  
FAX (202) 393-2156  
E-MAIL alvordlaw@aol.com

SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

April 3, 2003

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Rider #1 to Full Service Master Lease, dated as of February 6, 2003, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: Midwest Railcar Corporation  
9876 213th Avenue NW  
Elk River, Minnesota 55330

Lessee: Regus Rail & Logistics, LLC  
300 Centre Street  
Holbrook, MA 02343

Mr. Vernon A. Williams  
April 3, 2003  
Page 2

A description of the railroad equipment covered by the enclosed document  
is:

31 covered hopper cars: MWCX 100202 -- MWCX 100232.

A short summary of the document to appear in the index is:

Memorandum of Rider #1 to Full Service Master Lease.

Also enclosed is a check in the amount of \$30.00 payable to the order of  
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the  
undersigned.

Very truly yours,

A handwritten signature in dark ink, appearing to read 'Alvord', with a stylized flourish extending to the right.

Robert W. Alvord

RWA/anm  
Enclosures

RE: 24389 FILED

APR 03 '03

3:16 PM

SURFACE TRANSPORTATION BOARD

**MIDWEST RAILCAR CORPORATION**

---

---

**MEMORANDUM OF RIDER #1 TO FULL SERVICE  
MASTER LEASE AGREEMENT**

**between**

**MIDWEST RAILCAR CORPORATION,**

**as Lessor**

**and**

**Regus Rail & Logistics, LLC**

**as Lessee**

---

---


MEMORANDUM OF RIDER #1 TO FULL SERVICE MASTER LEASE AGREEMENT

THIS MEMORANDUM OF RIDER #1 TO FULL SERVICE MASTER LEASE AGREEMENT is effective as of February 6, 2003 by and between MIDWEST RAILCAR CORPORATION, An Illinois Corporation ("Lessor"), and Regus Rail & Logistics, LLC, an New York Corporation ("Lessee"), with reference to the following:


1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor, certain railcars as described on Exhibit A attached hereto and made a part hereof, all as more particularly described in that certain Rider #1 dated February 6, 2003 between Lessor and Lessee to the Full Service Master Lease Agreement dated as of February 6, 2003 between Lessor and Lessee (the "Lease").
2. The Lease shall be effective as of the execution date thereof and the term of the Lease with respect to each car shall be as set forth in Rider #1.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Rider #1 to Full Service Master Lease Agreement to be executed as of the date first above written.

MIDWEST RAILCAR CORPORATION  
Lessor

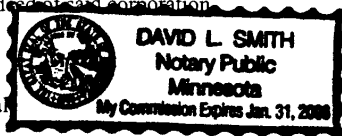
By:   
Richard M. Murphy  
President & CEO

REGUS RAIL & LOGISTICS, LLC  
Lessee

By:   
Name: Gordon Reyer  
Title: Manager of New York LLC, manager of Regus

STATE OF MINNESOTA, CITY OF Elk River, TO WIT:

On this 21 day of February, 2003 before me appeared, Richard M. Murphy to me personally known, who being by me duly sworn, says that he is the President of MIDWEST RAILCAR CORPORATION, an Illinois Corporation, that said instrument was signed on February 21, 2003 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



[Notarial Seal]

David L. Smith  
Notary Public

My commission expires: 1-31-06

STATE OF Mass, CITY OF Brockton, TO WIT:

On this 13 day of Feb., 2003 before me appeared, Gordon Reger, to me personally known, who being by me duly sworn, says that he is a Manager of REGUS RAIL & LOGISTICS, LLC, an \_\_\_\_\_ Corporation, that said instrument was signed and sealed on Feb 13, 2003 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Notarial Seal]

Donna K. Smith  
Notary Public Donna K. Smith  
11/7/08

My commission expires:

DESCRIPTION OF RAILCARS

Thirty-one (31) 6007 c.f. 100-ton Woodchip Gondolas with A / B end doors; AAR Car Type Code E500:

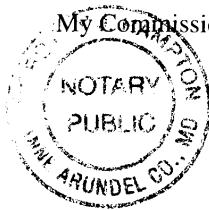
**MWCX100202–MWCX100232**

STATE OF MARYLAND  
SS:  
CITY OF BALTIMORE

THIS IS TO CERTIFY that the attached Memorandum of Rider #1 to Rull Service Master Lease Agreement is a true and complete copy of said Memorandum of Rider #1 to Full Service Master Lease Agreement.

WITNESS my hand and seal this 2nd day of April, 2002.

  
Notary Public



My Commission Expires:

DOROTHY J. HAMPTON  
NOTARY PUBLIC ANNE ARUNDEL CO., MD  
My Commission Expires 11/15/2005